

---

**APPENDIX III                      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

---

The information set out in this appendix does not form part of the accountants' reports prepared by the reporting accountants of the Company, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong as set out in "Appendix I — Accountants' Report of the Company" and "Appendix II — Accountants' Report of Hainan Cement" to this document, and are included herein for information only.

The unaudited pro forma financial information should be read in conjunction with "Financial Information" and "Appendix I — Accountants' Report of the Company" and "Appendix II — Accountants' Report of Hainan Cement" to this document.

**A. UNAUDITED PRO FORMA NET ASSETS STATEMENT OF THE ENLARGED GROUP**

The unaudited pro forma net assets statement of the Enlarged Group is prepared based on (i) the audited consolidated statement of financial position of the Group as at June 30, 2009, which has been extracted from the Accountants' Report of the Company as set out in Appendix I to this document; and (ii) the audited consolidated statement of financial position of Hainan Cement and its subsidiary ("Hainan Cement Group") as at June 30, 2009, which has been extracted from the Accountants' Report of Hainan Cement as set out in Appendix II to this document, after making pro forma adjustments relating to the Acquisitions that are (i) directly attributable to the Acquisitions; and (ii) factually supportable as if the Acquisitions has been completed on June 30, 2009.

The unaudited pro forma net assets statement of the Enlarged Group is prepared by the directors of the Company to provide information about how the Acquisitions might affect the financial information of the Group. As it is prepared solely for illustrative purpose only, it does not purport to give a true picture of the financial position of the Enlarged Group following the completion of the Acquisitions.

**APPENDIX III UNAUDITED PRO FORMA FINANCIAL INFORMATION**

**UNAUDITED PRO FORMA NET ASSETS STATEMENT OF THE ENLARGED GROUP AT JUNE 30, 2009**

	<b>The Group</b>	<b>Pro forma adjustment</b>	<b>Adjusted sub-total</b>	<b>Hainan Cement Group</b>	<b>Pro forma adjustments</b>		<b>Pro forma total for the Enlarged Group</b>
	<b>HK\$'000 (Audited)</b>	<b>HK\$'000 (Note a)</b>	<b>HK\$'000</b>	<b>HK\$'000 (Note b)</b>	<b>HK\$'000 (Note c)</b>	<b>HK\$'000 (Note d)</b>	<b>HK\$'000</b>
<b>Non current assets</b>							
Fixed assets . . . . .	10,546,437	—	10,546,437	1,315,504	(1,712)	—	11,860,229
Prepaid lease payments . . . . .	327,088	—	327,088	23,950	79,183	—	430,221
Investment properties . . . . .	34,000	—	34,000	—	—	—	34,000
Intangible assets . . . . .	136,513	—	136,513	23,292	167,871	—	327,676
Interests in associates . . . . .	48	305,218	305,266	7,636	(305,218)	—	7,684
Deposits on acquisition of an associate . . . . .	305,218	(305,218)	—	—	—	—	—
Deposits on acquisition of mining rights . . . . .	—	—	—	19,123	—	—	19,123
Deposits on acquisition of fixed assets . . . . .	79,895	—	79,895	2,090	—	—	81,985
Deferred tax assets . . . . .	9,902	—	9,902	—	—	—	9,902
Long term receivables . . . . .	161,092	—	161,092	—	—	—	161,092
	<u>11,600,193</u>	<u>—</u>	<u>11,600,193</u>	<u>1,391,595</u>	<u>(59,876)</u>	<u>—</u>	<u>12,931,912</u>
<b>Current assets</b>							
Inventories . . . . .	527,986	—	527,986	99,528	—	—	627,514
Trade receivables . . . . .	625,233	—	625,233	21,304	—	—	646,537
Other receivables . . . . .	383,563	—	383,563	27,126	—	—	410,689
Taxation recoverable . . . . .	4,920	—	4,920	—	—	—	4,920
Pledged bank deposits . . . . .	1,164,903	—	1,164,903	9,895	—	—	1,174,798
Cash and bank balances . . . . .	861,950	—	861,950	214,308	(377,392)	(271,431)	427,435
	<u>3,568,555</u>	<u>—</u>	<u>3,568,555</u>	<u>372,161</u>	<u>(377,392)</u>	<u>(271,431)</u>	<u>3,291,893</u>
<b>Current liabilities</b>							
Trade payables . . . . .	726,002	—	726,002	53,390	—	—	779,392
Other payables . . . . .	880,663	—	880,663	147,219	—	—	1,027,882
Provisions . . . . .	3,856	—	3,856	—	—	—	3,856
Amount due to an equity holder of Hainan Cement . . . . .	—	—	—	226,045	—	(226,045)	—
Taxation payable . . . . .	12,133	—	12,133	41,905	—	—	54,038
Bank loans - amount due within one year . . . . .	3,897,886	—	3,897,886	63,540	—	(45,386)	3,916,040
	<u>5,520,540</u>	<u>—</u>	<u>5,520,540</u>	<u>532,099</u>	<u>—</u>	<u>(271,431)</u>	<u>5,781,208</u>
Net current liabilities . . . . .	<u>(1,951,985)</u>	<u>—</u>	<u>(1,951,985)</u>	<u>(159,938)</u>	<u>(377,392)</u>	<u>—</u>	<u>(2,489,315)</u>
Total assets less current liabilities . . . . .	<u>9,648,208</u>	<u>—</u>	<u>9,648,208</u>	<u>1,231,657</u>	<u>(437,268)</u>	<u>—</u>	<u>10,442,597</u>
<b>Non-current liabilities</b>							
Bank loans - amount due after one year . . . . .	4,810,987	—	4,810,987	475,414	—	—	5,286,401
Provisions . . . . .	38,195	—	38,195	—	—	—	38,195
Deferred tax liabilities . . . . .	33,169	—	33,169	—	20,304	—	53,473
	<u>4,882,351</u>	<u>—</u>	<u>4,882,351</u>	<u>475,414</u>	<u>20,304</u>	<u>—</u>	<u>5,378,069</u>
	<u>4,765,857</u>	<u>—</u>	<u>4,765,857</u>	<u>756,243</u>	<u>(457,572)</u>	<u>—</u>	<u>5,064,528</u>

---

**APPENDIX III                      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

---

*Notes:*

- (a) The adjustment represents the reclassification of deposits on acquisition of an associate of HK\$305,218,000 to interests in associates upon the completion of the acquisition of 29.3% equity interest in Hainan Cement.
- (b) The adjustment represent the consolidation of the assets and liabilities of Hainan Cement Group as at June 30, 2009 by the Group upon completion of the further acquisition of 34.14% equity interest in Hainan Cement. The assets and liabilities of Hainan Cement Group as at June 30, 2009 are extracted from the accountants' report of Hainan Cement as set out in Appendix II to this document. Upon completion of the further acquisition of 34.14% equity interest in Hainan Cement, Hainan Cement becomes a 63.44% owned subsidiary of the Group.
- (c) The adjustments represent (i) the payment of the consideration of HK\$377,392,000 for the acquisition of further 34.14% equity interest in Hainan Cement; (ii) reclassification of the interest in an associate of HK\$305,218,000 (see note a); (iii) the fair value adjustments made to the carrying amounts of fixed assets, prepaid lease payments and intangible assets of Hainan Cement Group as at June 30, 2009, being a decrease of HK\$1,712,000, an increase of HK\$79,183,000 and HK\$3,747,000, respectively, and recognition of corresponding deferred tax adjustment of HK\$20,304,000; and (iv) recognition of goodwill of HK\$164,124,000 arising from the Acquisitions.

For the purpose of the purchase price allocation, the fair values of the fixed assets, prepaid lease payments and intangible assets of Hainan Cement Group as at June 30, 2009 were valued by DTZ Debenham Tie Leung Limited, an independent qualified professional valuer. Since the fair value of the identifiable assets (including fixed assets, prepaid lease payments and intangible assets) and liabilities of Hainan Cement at the date of completion of the Acquisitions may be substantially different from the fair values estimated by the valuer used in the preparation of this unaudited pro forma net assets statement of the Enlarged Group, the final fair values of the identifiable assets and liabilities of Hainan Cement Group, as well as goodwill and deferred taxation to be recognized in connection with the Acquisitions could be different from the estimated amounts stated herein.

- (d) The adjustments represent (i) the assignment of the payable to an equity holder of Hainan Cement amounting to HK\$226,045,000 to the Group; and (ii) the settlement of the bank loan of Hainan Cement amounting to HK\$45,386,000 by the Group on behalf of Hainan Cement pursuant to the terms as stated in the sale and purchase agreement entered into by the Group and the vendor.

---

**APPENDIX III**

**UNAUDITED PRO FORMA FINANCIAL INFORMATION**

---

**D. REPORTS ON UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report, prepared for inclusion in this document, in respect of the unaudited pro forma net assets statement of the Enlarged Group, received from the reporting accountants, Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong.*



**ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA NET ASSETS STATEMENT TO THE DIRECTORS OF CHINA RESOURCES CEMENT HOLDINGS LIMITED**

We report on the unaudited pro forma net assets statement of China Resources Cement Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), set out on pages [III-1] to [III-3] under the heading of "A. Unaudited Pro Forma Net Assets Statement of the Enlarged Group" (the "Unaudited Pro Forma Net Assets Statement") in Appendix [III] to this document which has been prepared by the directors of the Company, for illustrative purposes only, to provide information about how the proposed acquisitions of 29.13% and 34.14% equity interest in 國投海南水泥有限責任公司 (SDIC Hainan Cement Company Limited) by the Group might have affected the financial information of the Group. The basis of preparation of the Unaudited Pro Forma Net Assets Statement is set out on page [III-1] to [III-3] of this document.

**Basis of opinion**

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 "Accountants' Reports on Pro Forma Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Net Assets Statement with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

---

**APPENDIX III                      UNAUDITED PRO FORMA FINANCIAL INFORMATION**

---

Our work has not been carried out in accordance with the auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it has been carried out in accordance with those standards.

The Unaudited Pro Forma Net Assets Statement is for illustrative purpose only, based on the judgments and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in future and may not be indicative of the financial position of the Group as at June 30, 2009 or any future date.

**Opinion**

In our opinion:

- a) the Unaudited Pro Forma Net Assets Statement has been properly compiled by the directors of the Company on the basis stated; and
- b) such basis is consistent with the accounting policies of the Group.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
[Date]